



MEMO ENDORSED

ORRICK, HERRINGTON & SUTCLIFFE LLP
51 WEST 52ND STREET
NEW YORK, NEW YORK 10019-6147

tel +1-212-506-5000
fax +1-212-506-5151

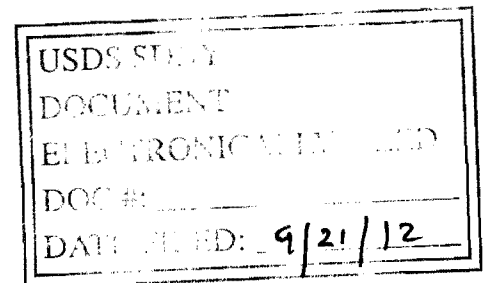
WWW.ORRICK.COM

Stephen G. Foresta
(212) 506-3744
sforesta@orrick.com

September 21, 2012

VIA FACSIMILE ONLY

Honorable James C. Francis
United States Magistrate Judge
United States District Court
Southern District of New York
United States Courthouse
500 Pearl Street
New York, NY 10007-1581



Re: U.S. Bank National Association, as securities intermediary for
Lima Acquisition LP v. PHL Variable Insurance Co., Case No. 1:12 Civ. 6822

Dear Judge Francis:

We are counsel in this matter for Plaintiff U.S. Bank National Association, as securities intermediary for Lima Acquisition LP ("Plaintiff") and write to request that Your Honor adopt the protective order entered in this action prior to the transfer of venue until a new protective order is entered in this case. The request for adoption is fairly urgent. Per Your Honor's scheduling order, Plaintiff must file its opposition to the motions to quash brought by non-parties SCOR Global Life Americas Reinsurance Company and Transamerica Life Insurance Company on or before Monday, September 24.

In connection with Plaintiff's oppositions to the motions, we have asked the court clerk to permit Plaintiff to file under seal certain documents that were designated "Confidential" by other parties under the previous protective order. The clerk advised that if we plan to file documents under seal, we must either submit a new protective order under the new case caption or have the Court adopt the protective order that was in place prior to the transfer of venue.

Plaintiff communicated this to counsel for Defendant PHL Variable Insurance Co. ("PHL") on September 20, 2012. Additionally, Plaintiff communicated that it intended to file a motion to modify the protective order entered in California to allow for the disclosure of documents to state regulators and insurance commissioners and permit the use and disclosure of documents that PHL produces in this action in other actions involving PHL where PHL's cost of insurance increases are an issue in the case. Plaintiff proposed that the parties proceed under the terms of the protective order entered in California, subject to Plaintiff's right to seek a new



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protective order that includes the modifications discussed above as well as other potential modifications.

In its response today, PHIL did not raise any objections to seeking the adoption of the protective order entered in California and agreed that Plaintiff has not waived its rights to seek to amend or modify the protective order.

Accordingly, we respectfully request that Your Honor adopt the protective order in effect prior to the transfer of venue. //

Respectfully submitted,

Stephen G. Foresta

cc: Waldemar J. Pflepsen (via electronic mail)
Jason Gould (via electronic mail)
Steven Jorden (via electronic mail)
Brian Perryman (via electronic mail)

9/21/12
Application granted.
SO ORDERED.
James C. Francis IV
JCMJ